

# ANGKOR DANCE TROUPE

## MISSION STATEMENT

The **MISSION** of the Angkor Dance Troupe is:

- \* to conserve Cambodian performing arts and traditions;
- \* to develop Cambodian performing arts and traditions;
- \* to maintain the integrity of Cambodian performing arts and traditions while adapting to the changing cultural orientation of its members;
- \* to celebrate and promote awareness of Cambodian dance, culture, and history through public performances and workshops;
- \* to provide its members a context for positive recreational activities; and
- \* to guide the personal growth of its members through positive peer role models and adult mentors.

## BYLAWS

The Angkor Dance Troupe is organized and will operate according to the following **BYLAWS**.

### **Article 1. Name, Purpose, Location, and Fiscal Year.**

#### 1.1 Name and purpose

The name of the Organization shall be The Angkor Dance Troupe, Inc and the purpose as set forth in the Mission Statement.

#### 1.2 Location

The principal office of the Organization is to be located in the City of Lowell.

#### 1.3 Fiscal Year

The Fiscal Year of the Organization, unless otherwise decided by the directors, shall end on September 30 of each year.

### **Article 2. Membership.**

#### 2.1 Membership

The membership of this Organization shall consist of active regular members. Active, regular, annual membership in the Organization shall be open to all persons who support the non-profit, artistic goals, purposes, objectives and policies of the Organization.

### **Article 3. Board of Directors and Meetings**

#### 3.1 Directors

The Board of Directors shall consist of at least seven Members as approved through voting by a majority of the Board of Directors.

3.11 One of the members of the Board may be a dancer selected by the members of the Organization.

3.12 One of the members of the Board shall be the Artistic Director of the Organization.

### 3.2 Staff

The Board of Directors shall have the authority to hire an Artistic Director who in turn shall hire other staff members, with the approval of the Board.

### 3.3 Regular Meetings

Regular meetings of the Directors shall be no less than quarterly.

### 3.4 Special Meetings

Special meetings shall be called by the Secretary of the Board of Directors at the direction of the President or Vice-President of the Organization.

### 3.5 Quorum

A majority of the Board of Directors shall constitute a quorum.

### 3.6 Annual Meeting

The Organization shall hold an annual meeting for the election of the Board of Directors. The annual meeting shall be during the last month of each year. All members shall be notified at least three weeks in advance of the date of the annual meeting.

## **Article 4. Board Elections**

### 4.1 Board size and tenure

The Board of Directors shall consist of at least 7 members. A Board Member can serve for two consecutive terms. However, after serving for six (6) years, the Board Member shall be placed on Sabbatical for one year before serving again.

### 4.2 Board Nominations

All members of the Board shall be elected by the General Membership. The Board may, from time to time, fill vacancies of elected members who resign or for some reason are unable to complete their term, to serve the balance of the unexpired term until the next general elections. Nominations shall be submitted to the General Membership one week prior to the Annual Meeting.

### 4.3 Term of Office

One third of the current elected Board Members will serve a three-year term; one third will serve a two-year term; and one third will serve a one-year term effective with the current Board (1993). Subsequently, elections will be held annually for one third of the elected members for a three year term. A Board Member can serve for a maximum of two consecutive terms and may be re-elected after a one year absence.

### 4.4 Vacancies

Vacancies shall be filled subject to the approval of a majority of the Board of Directors until the next regular election.

#### 4.5 Removal

Removal or revocation of any Board Member shall be determined by a majority of the Board of Directors for just cause. The Board will arrange a hearing before any such action is taken not later than the next regular meeting.

#### 4.6 Attendance

Members who are unable to attend regularly scheduled Board meetings must notify the Secretary of their absence prior to the meeting.

#### 4.7 Termination of Appointment

Absences from three consecutive meetings of the Board of Directors without previous notification or a valid reason shall be considered resignation. The Board of Directors shall be vested with the authority to remove any Director from office, upon one week's written notice of the meeting, and providing a majority of the Directors are present. A majority vote in favor of removal shall effectuate removal of such Director.

#### 4.8 Quorum of the Board

At any meeting of the Board of Directors, a majority of the Directors currently serving on the Board shall constitute a quorum for the transaction of business. There shall not be voting by proxy at any meeting held by the Organization.

### **Article 5. Officers**

#### 5.1 Election

Officers shall be elected by a majority vote of the Board of Directors. The term of any one office shall be for one year, or until successors have been elected, and shall begin immediately following the annual election.

#### 5.2 Officers of the Board

The Officers of the Board shall be: President, Vice-President, Treasurer, Secretary. The Treasurer may not hold two officer positions simultaneously. All officers shall be elected by the Board from among its members by a majority vote.

#### 5.3 Chief Officer and Spokesperson

The President, as chief officer and spokesperson for the Board, shall, in addition to fulfilling normal duties of the position, appoint such committees as may be needed. All such appointments shall be approved by a majority vote of the Board of Directors. In addition, the President, or the President's authorized representative shall sign, on behalf of the Organization, all deed, contracts, and other formal instruments unless a majority of the Board votes the responsibility to the Artistic Director.

#### 5.4 Duties of the President.

The President shall be the chief elected official of the Organization and shall have, subject to the control of the Directors, general charge of the affairs of the Organization. The President shall preside at all meetings of the Board.

#### 5.5 Duties of the Vice-President

The Vice-President shall assist the President in the performance of his duties and shall perform the duties of the President when the latter is unable to perform his duties.

#### **5.6. Duties of the Treasurer**

The Treasurer shall be the Chief Accounting Officers of the Organization. He/She shall be in charge of recording its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He/ She shall have other duties and powers as designated by the Members. He/ She shall also be in charge of its books and its accounting procedures with close contact with the Artistic Director and/or staff member responsible for the Organization's financial accounting.

#### **5.7 Duties of the Secretary**

The Secretary shall record and maintain records of all proceedings of the Members and Directors in a book or series of books kept for that purpose which shall be available at all reasonable times to inspection by any Members. Such book or books shall also contain records of all meetings of the Organization, By-Laws, names of all Members and Directors, and the address of each. If the Secretary is absent from any meeting, a temporary Secretary shall be appointed to exercise the duties of Secretary at the meeting.

### **Article 6. Amendments**

#### **6.1 Amendments**

Amendments to this constitution and By-Laws may be made at any meeting of the Board of Directors by a majority vote.

### **Article 7. Personnel Policies**

#### **7.1 Personnel Policies**

Amendments and/or revisions to Personnel Policies shall be made by action of the Board and will become effective upon such action. The Artistic Director shall be responsible for the implementation of Personnel Policies to engage, train and supervise all personnel subject to Personnel Policies established by the Board of Directors.

### **Article 8. Use of Earnings**

#### **8.1 Use of Earnings**

No part of the earnings (net earnings after salaries and expenses) of the Organization shall insure the benefit of, or be distributed to its Members, Officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered by its Members, Officers, or other private persons, and to make payments and distributions in furtherance of the purposes set forth in the Articles of Organization.

#### **8.2 Political Activities**

The Organization shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding, any other activities are permitted to be carried on as befits:

- a) a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or
- b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

## **Article 9. Compensation.**

### **9.1 Directors and Members**

Directors and Members shall not be entitled to receive for their services any compensation unless the Directors determine that such compensation is warranted due to their expenditure of time or money which is not ordinary and usual in the course of the duties of Directors.

Directors shall not be precluded from serving the Organization in any other capacity and receiving compensation for any such services.

## **Article 10. Personal Liability.**

### **10.1 Members, Directors and Officers**

The Members, Directors, and Officers of the Organization shall not be personally liable for any debt, liability, obligation of the Organization. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Organization may look to any of the funds and property of the Organization for the payment of any such contract or claim, or for the payment of debt, damages, judgement or decree, or of any money that may otherwise become due or payable from the Organization.

## **Article 11. Dissolution of the Organization.**

### **11.1 Liabilities and Assets**

Upon dissolution of the Organization, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization in such manner, or to such Organizations organized and operated exclusively for charitable, educational religious or scientific purposes as shall at the time qualify as an exempt Organization or Organizations under 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding portion of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of jurisdiction in which the Organization is then located, exclusively for such purposes or to such Organization or Organizations, as said court shall determine, which are organized and operated exclusively for such purposes.